

Exhibit B

Declaration of Christopher Fernandez

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

IN RE:

NORTHBELT, LLC,

Debtor.

§
§
§
§
§

**CASE NO. 19-30388
Chapter 11**

**DECLARATION OF CHRISTOPHER FERNANDEZ
IN SUPPORT OF SECURED LENDER'S
RESPONSE TO DEBTOR'S CLAIM OBJECTION**

I, Christopher J. Fernandez, pursuant to section 1746 of title 28 of the United States Code, hereby declare that the following is true to the best of my knowledge, information, and belief:

1. I am an attorney at the law firm of K&L Gates LLP ("K&L Gates"), and resident of the Charlotte office located at Hearst Tower, 214 North Tryon Street, 47th Floor, Charlotte, North Carolina 28202. I am admitted to, practicing in, and in good standing with the bar of North Carolina.

2. I submit this Declaration in support of *Secured Lender's Response to Debtor's Claim Objection* (the "Response")¹ and the proof of claim filed by Secured Lender in the above-captioned bankruptcy case, registered as Claim No. 5-1 (the "Claim").

3. Except as otherwise noted, I have personal knowledge of the facts set forth in this Declaration.

4. On or about August 7, 2017, Rialto Capital Advisors LLC, in its capacity as the Special Servicer and attorney in fact for the Secured Lender engaged K&L Gates to represent the Secured Lender in connection with the Loan made to the Debtor. During the time period of May

¹ Capitalized terms not defined herein shall have the meanings set forth in the Response.

2018 to January 25, 2019 (the “Petition Date”), K&L Gates’s attorneys performed a variety of legal services for the Secured Lender including, researching and drafting several Notice of Default to the Debtor and preparing for, filing, and prosecuting a state court action wherein the Secured Lender sought the appoint of a receiver to take over the management and control of the Property.

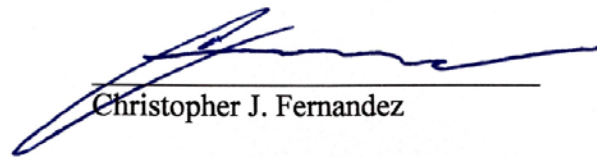
5. The services provided by K&L Gates primarily consisted of the following services: (i) reviewing and advising client regarding Debtor obligations and Lender’s rights and remedies under the Loan Documents; (ii) preparing and delivering notices to Debtor; (iii) negotiating loan documents compliance and resolution of existing defaults with Debtor’s counsel; and (iv) preparing, filing, and arguing state-law receivership and suit on the guaranty.

6. K&L Gates legal fees reflect a blended hourly rate of \$439.35 which is comparable with other similarly qualified legal advisors providing similar services on commercial loans of equivalent size to the Loan. The legal fees reflect a reasonable and appropriate amount of time expended in performing services to the Secured Lender commensurate with the complexity, importance and nature of the problems, issues, or tasks involved. These services were performed without unnecessary duplication of effort by the professionals employed by K&L Gates.

7. True and accurate copies of the invoices detailing these fees and expenses are attached to this Declaration as **Exhibit A**. On December 31, 2018, K&L Gates received payment of \$25,165.06 for its services, which Secured Lender has claimed as Property Protection Advances in the Claim. As of the filing of this Declaration, an additional \$88,622.61 for services rendered prior to the Petition Date remain outstanding.

I declare under penalty of perjury that the statements contained herein are within my personal knowledge and are true and correct.

Executed this 6th day of September 2019.



Christopher J. Fernandez

Exhibit A

Legal Invoices

K&L GATES

K&L GATES LLP
HEARST TOWER, 47TH FLOOR
214 NORTH TRYON STREET
CHARLOTTE, NC 28202
T 704.331.7400 F 704.331.7598 klgates.com
Tax ID No. 25 0921018

Lisa Traylor
Wells Fargo Bank, National Association
401 South Tryon Street, 8th Floor
MAC D1050-084
Charlotte, NC 28202

Invoice Date : December 17, 2018
Invoice Number : 3600083
Services Through : December 17, 2018

2852004.01181 Northbelt LLC

INVOICE SUMMARY

Fees	\$ 25,083.50
Disbursements and Other Charges	\$ <u>81.56</u>
CURRENT INVOICE DUE	\$ <u><u>25,165.06</u></u>

Due and Payable upon Receipt

Mail To: K&L Gates LLP, P.O. Box 844255, Boston, MA 02284-4255

Overnight/Courier: PNC Bank C/O K&L Gates LLP, Lockbox #844255, 20 Commerce Way - Ste 800, Woburn, MA 01801-1057

Wire/ACH/EDI Instructions: Receiving Bank: PNC Bank N A,
500 First Ave 92
Pittsburgh, PA 15219

Beneficiary: K&L Gates LLP
Acct No.: 1077692783

Routing/ABA: 043000096
Swift Code: PNCCUS33

Please reference client/matter number in electronic payment details and email the remittance advice to AccountsReceivableSEA@klgates.com with invoice number(s) and amounts.

PLEASE NOTE NEW REMITTANCE ADDRESS

K&L GATES

Invoice # 3600083

2852004.01181

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FEES

DATE	NAME	HOURS	DESCRIPTION	AMOUNT
05/15/18	E. M. Hicks	0.80	Review [REDACTED]; prepare and attend [REDACTED]; prepare [REDACTED]	196.00
05/17/18	C. J. Fernandez	1.50	Revise and finalize [REDACTED]	810.00
05/17/18	E. M. Hicks	1.00	Review and finalize [REDACTED]; prepare and send [REDACTED]	245.00
05/23/18	C. J. Fernandez	0.70	Prepare and attend conference calls [REDACTED]	378.00
05/23/18	E. M. Hicks	1.00	Review [REDACTED]; prepare and attend conference calls to discuss [REDACTED]	245.00
05/31/18	C. J. Fernandez	1.20	Prepare response [REDACTED]; confer with client [REDACTED]	648.00
05/31/18	E. M. Hicks	0.30	Review [REDACTED]	73.50
06/07/18	C. J. Fernandez	0.50	Prepare correspondence regarding [REDACTED]	270.00
06/07/18	E. M. Hicks	0.20	Attention to [REDACTED]	49.00
06/12/18	C. J. Fernandez	0.20	Prepare correspondence regarding [REDACTED]	108.00
06/25/18	C. J. Fernandez	1.40	Prepare [REDACTED] regarding [REDACTED]	756.00
06/25/18	E. M. Hicks	0.40	Discuss [REDACTED] prepare [REDACTED]	98.00
06/26/18	C. J. Fernandez	0.80	Review [REDACTED]	432.00
07/03/18	C. J. Fernandez	0.40	Attention to [REDACTED]	216.00
07/09/18	C. J. Fernandez	1.70	Review [REDACTED] prepare [REDACTED]	918.00
07/09/18	E. M. Hicks	0.30	Review [REDACTED]	73.50
07/10/18	C. J. Fernandez	1.40	Review [REDACTED]	756.00
07/10/18	E. M. Hicks	0.30	Circulate [REDACTED]	73.50
07/11/18	C. J. Fernandez	1.20	Review and analyze [REDACTED]	648.00

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Invoice # 3600083

2852004.01181

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DATE	NAME	HOURS	DESCRIPTION	AMOUNT
07/13/18	E. M. Hicks	0.70	Discuss [REDACTED]	171.50
07/16/18	C. J. Fernandez	2.40	Review next steps regarding [REDACTED] and review [REDACTED]	1,296.00
07/17/18	C. J. Fernandez	2.60	Review [REDACTED] and analyze [REDACTED]; discuss [REDACTED] with client; prepare and revise [REDACTED]	1,404.00
07/17/18	E. M. Hicks	1.00	Prepare and attend conference call regarding [REDACTED]; review and revise [REDACTED]	245.00
07/18/18	C. J. Fernandez	2.50	Continue to prepare [REDACTED]; revise same; review [REDACTED]; discuss [REDACTED] with client	1,350.00
07/18/18	E. M. Hicks	0.30	Review and revise [REDACTED]	73.50
07/19/18	C. J. Fernandez	1.20	Review [REDACTED]; review [REDACTED]; attention to [REDACTED]	648.00
07/20/18	C. J. Fernandez	0.80	Review documents relating to [REDACTED]; discuss [REDACTED] with client	432.00
07/23/18	E. M. Hicks	0.50	Discuss [REDACTED] review [REDACTED] and send [REDACTED]	122.50
07/24/18	C. J. Fernandez	0.30	Attention to [REDACTED]	162.00
07/24/18	E. M. Hicks	0.30	Prepare and send [REDACTED]	73.50
07/25/18	C. J. Fernandez	0.40	Attention to [REDACTED]	216.00
07/25/18	E. M. Hicks	0.20	Revise and send [REDACTED]	49.00
07/26/18	C. J. Fernandez	1.80	Prepare [REDACTED]	972.00
07/30/18	C. J. Fernandez	0.80	Prepare [REDACTED] attention to [REDACTED]	432.00

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Invoice # 3600083

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DATE	NAME	HOURS	DESCRIPTION	AMOUNT
07/31/18	C. J. Fernandez	0.60	Review [REDACTED]; circulate [REDACTED]; prepare [REDACTED]	324.00
08/02/18	C. J. Fernandez	0.30	Revise [REDACTED]	162.00
08/02/18	E. M. Hicks	2.00	Draft and review [REDACTED]	490.00
08/03/18	E. M. Hicks	0.20	Call with client to discuss [REDACTED]	49.00
08/06/18	E. M. Hicks	0.80	Revise and send [REDACTED]	196.00
08/09/18	C. J. Fernandez	0.30	Review [REDACTED]	162.00
08/10/18	C. J. Fernandez	2.60	Review [REDACTED]; review [REDACTED]; prepare [REDACTED]	1,404.00
08/14/18	C. J. Fernandez	0.40	Attention to [REDACTED]	216.00
08/15/18	C. J. Fernandez	1.40	Review and revise [REDACTED]	756.00
08/15/18	E. M. Hicks	0.80	Review and revise [REDACTED]; [REDACTED]; send [REDACTED] to client for review	196.00
08/16/18	C. J. Fernandez	1.20	Additional revisions to [REDACTED] and review of [REDACTED]	648.00
08/16/18	E. M. Hicks	0.70	Discuss [REDACTED]; prepare [REDACTED]	171.50
08/17/18	C. J. Fernandez	1.70	Attention to [REDACTED]; prepare [REDACTED] and [REDACTED]	918.00
08/17/18	E. M. Hicks	1.30	Review [REDACTED]; review and revise [REDACTED]	318.50
08/23/18	C. J. Fernandez	0.40	Attention to [REDACTED]; confer with [REDACTED]	216.00
08/24/18	C. J. Fernandez	0.40	Review [REDACTED] [REDACTED] discuss with [REDACTED]	216.00
08/24/18	E. M. Hicks	0.30	Call with [REDACTED] to discuss [REDACTED]	73.50
08/27/18	C. J. Fernandez	1.50	Prepare and attend call; review [REDACTED]; prepare [REDACTED]	810.00
08/28/18	E. M. Hicks	0.30	Review [REDACTED]	73.50

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DATE	NAME	HOURS	DESCRIPTION	AMOUNT
08/30/18	C. J. Fernandez	0.60	Attention to [REDACTED]	324.00
08/31/18	C. J. Fernandez	0.30	Review [REDACTED]	162.00
09/04/18	C. J. Fernandez	0.20	Review [REDACTED]	108.00
09/06/18	C. J. Fernandez	0.60	Confer with client regarding [REDACTED]; review [REDACTED]	324.00
09/07/18	C. J. Fernandez	0.20	Attention to [REDACTED]	108.00
09/11/18	C. J. Fernandez	1.00	Review and revise [REDACTED]; review [REDACTED]	540.00
09/11/18	E. M. Hicks	0.10	Call with client regarding [REDACTED]	24.50
09/12/18	C. J. Fernandez	0.40	Confirm [REDACTED] and review [REDACTED]	216.00
09/12/18	E. M. Hicks	0.30	Review [REDACTED]; call with client to discuss [REDACTED]	73.50
09/19/18	C. J. Fernandez	1.30	Attend [REDACTED] and prepare [REDACTED]	702.00
09/19/18	E. M. Hicks	0.70	Call with [REDACTED] regarding [REDACTED]	171.50
09/20/18	C. J. Fernandez	0.40	Discuss [REDACTED] with client and [REDACTED]	216.00
09/20/18	E. M. Hicks	0.30	Prepare and attend conference call regarding [REDACTED]	73.50
TOTAL FEES		54.7 hrs		\$ <u>25,083.50</u>

TIMEKEEPER SUMMARY

C. J. Fernandez	39.60 hrs at \$ 540.00 / hr	21,384.00
E. M. Hicks	15.10 hrs at \$ 245.00 / hr	3,699.50
TOTAL FEES	54.70 hrs	\$ <u>25,083.50</u>

DISBURSEMENTS & OTHER CHARGES

DESCRIPTION	AMOUNT
Long Distance Courier	81.56
DISBURSEMENTS & OTHER CHARGES	\$ <u>81.56</u>

K&L GATES

K&L GATES LLP
HEARST TOWER, 47TH FLOOR
214 NORTH TRYON STREET
CHARLOTTE, NC 28202
T 704.331.7400 F 704.331.7598 klgates.com
Tax ID No. 25 0921018

Rialto Capital Advisors, LLC
790 NW 107th Avenue, Suite 400
Miami, FL 33172

Invoice Date : March 25, 2019
Invoice Number : 3631997
Services Through : December 31, 2018

0441336.00042 Northbelt LLC

INVOICE SUMMARY

Fees	\$ 43,427.00
Fee Discount	\$ <u>(4,543.00)</u>
Total Fees	\$ 38,884.00
Disbursements and Other Charges	\$ <u>731.11</u>
CURRENT INVOICE DUE	\$ <u><u>39,615.11</u></u>

Due and Payable upon Receipt

Mail To: K&L Gates LLP, P.O. Box 844255, Boston, MA 02284-4255

Overnight/Courier: PNC Bank C/O K&L Gates LLP, Lockbox #844255, 20 Commerce Way - Ste 800, Woburn, MA 01801-1057

Wire/ACH/EDI Instructions: Receiving Bank: PNC Bank N.A.,
500 First Ave 92
Pittsburgh, PA 15219

Beneficiary: K&L Gates LLP
Acct No.: 1077692783

Routing/ABA: 043000096
Swift Code: PNCCUS33

Please reference client/matter number in electronic payment details and email the remittance advice to AccountsReceivableSEA@klgates.com with invoice number(s) and amounts.

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Invoice # 3631997

0441336.00042

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FEES

DATE	NAME	HOURS	DESCRIPTION	AMOUNT
12/03/18	E. N. Boydston	1.30	meeting regarding ; analyze and discuss	942.50
12/03/18	C. A. Brown	1.50	Phone conference with regarding review and comment on	600.00
12/03/18	M. D. Cuda	1.80	Meeting with teleconference with ; teleconference with prepare for conference call with ; attend conference call	1,305.00
12/03/18	C. J. Fernandez	1.10	Confer with client as to prepare and attend call.	660.00
12/04/18	C. A. Brown	7.80	Review and ; confer incorporate	3,120.00
12/04/18	M. D. Cuda	1.80	Review meeting with review draft correspondence to	1,305.00
12/04/18	J. K. Garrett	0.50	Conduct email to	125.00

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Invoice # 3631997

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DATE	NAME	HOURS	DESCRIPTION	AMOUNT
12/05/18	C. A. Brown	5.30	Research [REDACTED] [REDACTED]; further review and comment on [REDACTED]; work on [REDACTED] [REDACTED]; email communications [REDACTED]	2,120.00
12/05/18	M. D. Cuda	1.20	finalize [REDACTED] Review [REDACTED] [REDACTED]; respond to [REDACTED]; review [REDACTED]	870.00
12/06/18	E. N. Boydston	3.60	Revise [REDACTED] [REDACTED]; review and revise the [REDACTED]	2,610.00
12/06/18	C. A. Brown	1.50	Review and comment on [REDACTED] [REDACTED] work on [REDACTED]	600.00
12/06/18	M. D. Cuda	1.30	Review various [REDACTED] [REDACTED]; review related [REDACTED]; draft [REDACTED]	942.50
12/06/18	C. J. Fernandez	1.00	Review and revise [REDACTED]; confer with client; multiple [REDACTED]	600.00
12/07/18	C. A. Brown	5.50	Review, revise, and incorporate [REDACTED] [REDACTED] [REDACTED]; further review and comment on [REDACTED] [REDACTED]; email communications with [REDACTED] [REDACTED]; work on [REDACTED] [REDACTED] conform [REDACTED] [REDACTED]; further email communications [REDACTED] [REDACTED]; work on [REDACTED]	2,200.00

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Invoice # 3631997
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DATE	NAME	HOURS	DESCRIPTION	AMOUNT
			update	
12/07/18	M. D. Cuda	1.60	Review draft; [REDACTED]	1,160.00
12/07/18	C. J. Fernandez	0.50	Review; review [REDACTED]	300.00
12/07/18	J. K. Garrett	0.70	Prepare [REDACTED]; confer with [REDACTED]	175.00
12/10/18	C. A. Brown	2.50	Continue review and revision of [REDACTED]; phone conference [REDACTED]; phone and email communications with [REDACTED]; review and revise same [REDACTED]	1,000.00
12/10/18	C. J. Fernandez	0.10	Review [REDACTED] and communicate [REDACTED]	60.00
12/11/18	S. G. Ackermann	0.50	Attention to [REDACTED]	372.50
12/11/18	E. N. Boydston	0.20	Status update [REDACTED]	145.00
12/11/18	C. A. Brown	6.50	Further update [REDACTED]; email communications [REDACTED]; outline [REDACTED]; email communications regarding [REDACTED] prepare [REDACTED]	2,600.00
12/11/18	M. D. Cuda	0.50	Review correspondence [REDACTED]; review related correspondence [REDACTED]; draft correspondence to [REDACTED]	362.50

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Invoice # 3631997
 0441336.00042
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DATE	NAME	HOURS	DESCRIPTION	AMOUNT
12/11/18	C. J. Fernandez	0.40	[REDACTED]; review Attention to [REDACTED]	240.00
12/12/18	C. A. Brown	1.80	Continue [REDACTED] [REDACTED]; further review and revise [REDACTED]; attention to email communications [REDACTED]; coordinate with [REDACTED] [REDACTED]; review and revise [REDACTED]	720.00
12/13/18	C. A. Brown	6.60	Further coordinate [REDACTED] [REDACTED]; phone and email communications with [REDACTED] [REDACTED] further updates to petition and corresponding [REDACTED] [REDACTED]; confer with [REDACTED] review and revise [REDACTED] [REDACTED] review and revise [REDACTED] [REDACTED]; review, revise, and finalize [REDACTED]; finalize documents [REDACTED]; finalize [REDACTED]; compile documents [REDACTED] [REDACTED]	2,640.00
12/13/18	M. D. Cuda	1.80	Review correspondence from [REDACTED] [REDACTED] review related [REDACTED] [REDACTED] draft correspondence [REDACTED]; draft correspondence to [REDACTED]; review correspondence from [REDACTED] [REDACTED]; review [REDACTED] [REDACTED]; draft [REDACTED] [REDACTED]	1,305.00
12/13/18	C. J. Fernandez	1.40	Attention to [REDACTED]; confer with [REDACTED]	840.00
12/13/18	J. K. Garrett	3.40	Confer with [REDACTED] [REDACTED]	850.00

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Invoice # 3631997

0441336.00042

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DATE	NAME	HOURS	DESCRIPTION	AMOUNT
			; prepare	
			; begin	
			coordinate	
12/13/18	E. M. Hicks	0.30	Pul	82.50
12/14/18	C. A. Brown	12.00	Prepare for	4,800.00
			travel to	
			confer with	
			; work o	
			attention to matters relating to	
			; communications with	
			; argue	
			phone	
			and email communications with	
			; phone conference with	
			return travel	
12/14/18	M. D. Cuda	1.10	Review various correspondence	797.50
			respond to same;	
			review correspondence	
			respond to same; review and	
			respond to	
12/14/18	J. K. Garrett	4.70	Update	1,175.00
			; prepare	
			; update	
			; submit	
			; telephone	
			conferences with	
			coordinate	

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Invoice # 3631997

0441336.00042

Page 7 of 8

DATE	NAME	HOURS	DESCRIPTION	AMOUNT
			follow up with	
			confer	
			with	
12/14/18	M. M. Murphy	2.20	Prepare for and participate in	715.00
12/17/18	C. A. Brown	2.80	Email communications with	1,120.00
			; email and	
			phone communications with	
			research regarding	
			further review of	
			further email communications regarding	
12/17/18	J. K. Garrett	1.70	Conduct background research	425.00
			confer with	
			; follow-up calls to	
			revise draft	
12/18/18	E. N. Boydston	0.20	Discuss	145.00
12/18/18	C. A. Brown	3.00	Continue review	1,200.00
			; confer with	
			outline	
			email communications with	

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Invoice # 3631997
 0441336.00042
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DATE	NAME	HOURS	DESCRIPTION	AMOUNT
12/18/18	M. D. Cuda	1.20	Review correspondence [REDACTED]; respond to same; meeting with [REDACTED] regarding same; review various [REDACTED]; discussions regarding [REDACTED]	870.00
12/18/18	J. K. Garrett	0.60	Telephone calls to [REDACTED] [REDACTED] emails to [REDACTED] [REDACTED] obtain [REDACTED]	150.00
12/27/18	M. T. Cecka	0.30	Review [REDACTED]	214.50
12/27/18	M. D. Cuda	0.50	Teleconference with [REDACTED] [REDACTED]	362.50
12/27/18	C. J. Fernandez	1.00	Review [REDACTED]	600.00
TOTAL FEES			95.30 hrs	\$ 43,427.00

TIMEKEEPER SUMMARY

S. G. Ackermann	0.50 hrs at \$	745.00 / hr	372.50
E. N. Boydston	5.30 hrs at \$	725.00 / hr	3,842.50
C. A. Brown	56.80 hrs at \$	400.00 / hr	22,720.00
M. T. Cecka	0.30 hrs at \$	715.00 / hr	214.50
M. D. Cuda	12.80 hrs at \$	725.00 / hr	9,280.00
C. J. Fernandez	5.50 hrs at \$	600.00 / hr	3,300.00
J. K. Garrett	11.60 hrs at \$	250.00 / hr	2,900.00
E. M. Hicks	0.30 hrs at \$	275.00 / hr	82.50
M. M. Murphy	2.20 hrs at \$	325.00 / hr	715.00
TOTAL FEES	95.30 hrs		\$ 43,427.00

DISBURSEMENTS & OTHER CHARGES

DESCRIPTION	AMOUNT
Copying Expense	210.20
Long Distance Courier	47.88
Westlaw Research	473.03
DISBURSEMENTS & OTHER CHARGES	\$ 731.11

K&L GATES

K&L GATES LLP
HEARST TOWER, 47TH FLOOR
214 NORTH TRYON STREET
CHARLOTTE, NC 28202
T 704.331.7400 F 704.331.7598 klgates.com
Tax ID No. 25 0921018

Rialto Capital Advisors, LLC
790 NW 107th Avenue, Suite 400
Miami, FL 33172

Invoice Date : March 25, 2019
Invoice Number : 3631992
Services Through : January 25, 2019

0441336.00042 Northbelt LLC

INVOICE SUMMARY

Fees	\$ 31,097.00
Fee Discount	\$ <u>(3,200.00)</u>
Total Fees	\$ 27,897.00
Disbursements and Other Charges	\$ <u>2,305.37</u>
CURRENT INVOICE DUE	\$ <u><u>30,202.37</u></u>

Due and Payable upon Receipt

Mail To: K&L Gates LLP, P.O. Box 844255, Boston, MA 02284-4255

Overnight/Courier: PNC Bank C/O K&L Gates LLP, Lockbox #844255, 20 Commerce Way - Ste 800, Woburn, MA 01801-1057

Wire/ACH/EDI Instructions: Receiving Bank: PNC Bank N.A.,
500 First Ave 92
Pittsburgh, PA 15219

Beneficiary: K&L Gates LLP
Acct No.: 1077692783

Routing/ABA: 043000096
Swift Code: PNCCUS33

Please reference client/matter number in electronic payment details and email the remittance advice to AccountsReceivableSEA@klgates.com with invoice number(s) and amounts.

K&L GATES

Invoice # 3631992

0441336.00042

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FEES

DATE	NAME	HOURS	DESCRIPTION	AMOUNT
01/02/19	C. J. Fernandez	0.40	Attention to [REDACTED] [REDACTED] confer with [REDACTED] regarding same.	254.00
01/02/19	J. K. Garrett	1.60	Confer with [REDACTED] [REDACTED]; prepare [REDACTED] [REDACTED] and submit same [REDACTED] [REDACTED]; coordinate with [REDACTED] [REDACTED] prepare [REDACTED]	440.00
01/03/19	C. A. Brown	0.50	Prepare [REDACTED] [REDACTED]	250.00
01/03/19	C. J. Fernandez	0.50	Attention to [REDACTED] [REDACTED]	317.50
01/03/19	E. M. Hicks	0.40	Conference call [REDACTED] [REDACTED]; prepare [REDACTED]	126.00
01/04/19	C. J. Fernandez	0.30	Client communications regarding [REDACTED] [REDACTED]	190.50
01/04/19	J. K. Garrett	0.20	Email exchanges with [REDACTED] [REDACTED]	55.00
01/07/19	C. J. Fernandez	0.30	Review [REDACTED] and prepare [REDACTED] [REDACTED]	190.50
01/07/19	J. K. Garrett	0.30	Email exchanges with [REDACTED] [REDACTED] [REDACTED]; email to [REDACTED] [REDACTED]	82.50
01/08/19	C. A. Brown	0.30	Review and comment on [REDACTED] [REDACTED]	150.00
01/08/19	J. K. Garrett	0.80	Review status of [REDACTED] [REDACTED]; email exchanges with [REDACTED] [REDACTED] [REDACTED]; conduct background research of [REDACTED] [REDACTED]	220.00
01/09/19	C. A. Brown	1.80	Review, comment on, and [REDACTED]	900.00

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DATE	NAME	HOURS	DESCRIPTION	AMOUNT
			update [REDACTED] [REDACTED] email communications [REDACTED] [REDACTED] [REDACTED]; attention to [REDACTED] [REDACTED] work on [REDACTED] [REDACTED]	
01/09/19	C. J. Fernandez	0.30	Review [REDACTED]	190.50
01/10/19	C. A. Brown	0.80	Review regarding [REDACTED] [REDACTED] [REDACTED]; attention to email communications regarding [REDACTED] [REDACTED]	400.00
01/10/19	M. D. Cuda	1.50	Various correspondence regarding [REDACTED] [REDACTED]; review regarding [REDACTED]	1,125.00
01/10/19	C. J. Fernandez	2.40	Review [REDACTED]; prepare [REDACTED]; reach out and discuss [REDACTED] [REDACTED] prepare [REDACTED]	1,524.00
01/10/19	M. T. Young	0.20	Research and pull [REDACTED] [REDACTED] [REDACTED]	50.00
01/11/19	M. D. Cuda	1.10	Review correspondence [REDACTED] [REDACTED]; related teleconference wit [REDACTED] [REDACTED]; review related correspondence regarding [REDACTED] [REDACTED]	825.00
01/11/19	C. J. Fernandez	1.40	Confer with [REDACTED] [REDACTED] and plan for [REDACTED] [REDACTED]	889.00
01/11/19	J. K. Garrett	0.20	Email exchanges [REDACTED] [REDACTED]	55.00
01/14/19	J. K. Garrett	0.50	Prepare [REDACTED] [REDACTED]; email pleadings to [REDACTED]	137.50

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DATE	NAME	HOURS	DESCRIPTION	AMOUNT
			[REDACTED]; review of [REDACTED]	
01/15/19	M. D. Cuda	0.40	Review correspondence [REDACTED]	300.00
			[REDACTED] review related correspondence from [REDACTED]; draft [REDACTED]	
01/16/19	J. K. Garrett	0.40	Email exchanges with [REDACTED]	110.00
			[REDACTED] telephone conference with [REDACTED]	
01/16/19	M. M. Murphy	0.70	Assist in preparing [REDACTED]	269.50
01/17/19	C. A. Brown	1.80	Review and revise [REDACTED]; email communications with [REDACTED]; finalize [REDACTED]; prepare and [REDACTED]	900.00
01/18/19	C. A. Brown	1.30	Finalize [REDACTED] review and revise [REDACTED]; email communications regarding [REDACTED]	650.00
01/18/19	C. J. Fernandez	0.60	Prepare for [REDACTED] and [REDACTED] complete [REDACTED]	381.00
01/18/19	J. K. Garrett	0.70	Begin preparation of [REDACTED]	192.50
01/21/19	C. J. Fernandez	0.40	Prepare for [REDACTED]; prepare [REDACTED]	254.00
01/22/19	C. A. Brown	3.00	Review [REDACTED]; email communications with [REDACTED]; work on [REDACTED]; email communications with [REDACTED]	1,500.00

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DATE	NAME	HOURS	DESCRIPTION	AMOUNT
01/22/19	C. J. Fernandez	0.70	Discussions with [REDACTED]	444.50
01/22/19	J. K. Garrett	1.70	Continue preparation of [REDACTED] [REDACTED]; obtain [REDACTED] [REDACTED] obtain [REDACTED] [REDACTED]; file [REDACTED]	467.50
01/23/19	C. A. Brown	1.20	Continue review of [REDACTED]	600.00
01/23/19	C. A. Brown	2.30	Work on [REDACTED]	1,150.00
01/23/19	C. A. Brown	1.50	Prepare [REDACTED]	750.00
01/23/19	C. A. Brown	0.70	Prepare [REDACTED]	350.00
01/23/19	C. J. Fernandez	2.50	Prepare [REDACTED]	1,587.50
01/23/19	J. K. Garrett	1.80	Confer with [REDACTED] [REDACTED] confer with [REDACTED] [REDACTED]; assist [REDACTED]	495.00
01/24/19	C. H. Boone	0.60	Pull [REDACTED]	195.00
01/24/19	C. A. Brown	12.00	Travel to [REDACTED] [REDACTED]; final preparations for [REDACTED] [REDACTED]; [REDACTED] [REDACTED] [REDACTED] debrief with [REDACTED] [REDACTED]; email [REDACTED]	6,000.00

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DATE	NAME	HOURS	DESCRIPTION	AMOUNT
			communications with [REDACTED]	
			[REDACTED]; return travel [REDACTED]	
01/24/19	C. J. Fernandez	7.00	Prepare and attend [REDACTED]; debrief [REDACTED]	4,445.00
01/24/19	J. K. Garrett	0.60	Review of [REDACTED] [REDACTED]; review of [REDACTED]	165.00
01/25/19	C. A. Brown	0.40	Review and comment on [REDACTED] [REDACTED] attention to email communications [REDACTED]	200.00
01/25/19	C. J. Fernandez	1.60	[REDACTED] discussions [REDACTED]	1,016.00
01/25/19	J. K. Garrett	1.10	Confer [REDACTED] [REDACTED] email exchanges [REDACTED] [REDACTED] coordinate [REDACTED]	302.50
TOTAL FEES			60.80 hrs	\$ <u>31,097.00</u>

TIMEKEEPER SUMMARY

C. H. Boone	0.60 hrs at \$ 325.00 / hr	195.00
C. A. Brown	27.60 hrs at \$ 500.00 / hr	13,800.00
M. D. Cuda	3.00 hrs at \$ 750.00 / hr	2,250.00
C. J. Fernandez	18.40 hrs at \$ 635.00 / hr	11,684.00
J. K. Garrett	9.90 hrs at \$ 275.00 / hr	2,722.50
E. M. Hicks	0.40 hrs at \$ 315.00 / hr	126.00
M. M. Murphy	0.70 hrs at \$ 385.00 / hr	269.50
M. T. Young	0.20 hrs at \$ 250.00 / hr	50.00
TOTAL FEES		60.80 hrs \$ <u>31,097.00</u>

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DISBURSEMENTS & OTHER CHARGES

DESCRIPTION	AMOUNT
Air Fare	1,021.32
Filing Fees	538.21
Local Courier	58.75
Long Distance Courier	15.88
Service of Process	538.73
Travel Expenses	129.77
Travel Related Meals	2.71
DISBURSEMENTS & OTHER CHARGES	<u>\$ 2,305.37</u>

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K&L GATES LLP

HEARST TOWER, 47TH FLOOR
214 NORTH TRYON STREET
CHARLOTTE, NC 28202
T 704.331.7400 F 704.331.7598 klgates.com
Tax ID No. 25 0921018

Rialto Capital Advisors, LLC
790 NW 107th Avenue, Suite 400
Miami, FL 33172

Invoice Date : March 25, 2019
Invoice Number : 3632007
Services Through : November 30, 2018

0441336.00042 Northbelt LLC

INVOICE SUMMARY

Fees	\$ 9,870.00
Disbursements and Other Charges	\$ <u>49.03</u>
CURRENT INVOICE DUE	\$ <u>9,919.03</u>

Due and Payable upon Receipt

Mail To: K&L Gates LLP, P.O. Box 844255, Boston, MA 02284-4255

Overnight/Courier: PNC Bank C/O K&L Gates LLP, Lockbox #844255, 20 Commerce Way - Ste 800, Woburn, MA 01801-1057

Wire/ACH/EDI Instructions: Receiving Bank: PNC Bank N A,
500 First Ave 92
Pittsburgh, PA 15219

Beneficiary: K&L Gates LLP
Acct No.: 1077692783

Routing/ABA: 043000096
Swift Code: PNCCUS33

Please reference client/matter number in electronic payment details and email the remittance advice to AccountsReivableSEA@klgates.com with invoice number(s) and amounts.

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Invoice # 3632007
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FEES

DATE	NAME	HOURS	DESCRIPTION	AMOUNT
11/01/18	M. D. Cuda	0.80	Draft [REDACTED] [REDACTED] [REDACTED]; review [REDACTED] [REDACTED]; respond to same; review additional [REDACTED] [REDACTED]; draft [REDACTED] [REDACTED]; distribute same	580.00
11/05/18	C. J. Fernandez	0.50	Attention to [REDACTED] [REDACTED]	300.00
11/06/18	C. A. Brown	1.20	Phone conference with [REDACTED] [REDACTED] [REDACTED]; attention to [REDACTED]	480.00
11/06/18	C. J. Fernandez	1.00	Prepare [REDACTED] [REDACTED]	600.00
11/07/18	C. J. Fernandez	0.30	Review [REDACTED] and revise.	180.00
11/07/18	E. M. Hicks	0.50	Review and revise [REDACTED]	137.50
11/08/18	M. D. Cuda	1.50	Review [REDACTED]; revise same; draft [REDACTED] [REDACTED] [REDACTED]; review [REDACTED]	1,087.50
11/08/18	M. D. Cuda	1.10	Review [REDACTED] [REDACTED] [REDACTED]; review related revisions; finalize and distribute [REDACTED]	797.50
11/08/18	C. J. Fernandez	0.50	Further revisions to [REDACTED]	300.00
11/08/18	E. M. Hicks	0.10	Review [REDACTED]	27.50
11/09/18	C. A. Brown	0.50	Review and comment on [REDACTED] [REDACTED]; attention to [REDACTED] [REDACTED]	200.00
11/14/18	C. J. Fernandez	0.30	Attention to [REDACTED] [REDACTED]	180.00
11/15/18	M. D. Cuda	1.80	Teleconference with [REDACTED] [REDACTED] [REDACTED] [REDACTED]; meeting with [REDACTED] [REDACTED];	1,305.00

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DATE	NAME	HOURS	DESCRIPTION	AMOUNT
			review [REDACTED]; teleconference with [REDACTED] [REDACTED] [REDACTED]; telephone call [REDACTED]	
11/16/18	M. D. Cuda	1.10	Teleconference with [REDACTED] [REDACTED] [REDACTED]; meeting with [REDACTED] [REDACTED]; review [REDACTED] [REDACTED]; teleconference with [REDACTED] [REDACTED] [REDACTED]	797.50
11/16/18	C. J. Fernandez	0.30	Discuss [REDACTED] [REDACTED]	180.00
11/18/18	M. D. Cuda	0.50	Review [REDACTED] [REDACTED]; draft [REDACTED] [REDACTED] [REDACTED]	362.50
11/19/18	M. D. Cuda	0.50	Review [REDACTED] [REDACTED]; respond to same; draft [REDACTED] [REDACTED]; review [REDACTED]; respond to same; draft [REDACTED] [REDACTED] [REDACTED] [REDACTED]; review [REDACTED] [REDACTED]; review [REDACTED] [REDACTED]; draft [REDACTED] [REDACTED] [REDACTED]; distribute [REDACTED] [REDACTED]	362.50
11/20/18	M. D. Cuda	0.90	Review [REDACTED] [REDACTED] [REDACTED]; respond to same; draft [REDACTED] [REDACTED] [REDACTED]; review [REDACTED] [REDACTED]; review [REDACTED] [REDACTED] [REDACTED]; draft [REDACTED] [REDACTED] [REDACTED]; distribute [REDACTED] [REDACTED]	652.50
11/20/18	C. J. Fernandez	0.30	Review [REDACTED] [REDACTED]	180.00
11/26/18	M. D. Cuda	0.40	Review [REDACTED] [REDACTED]	290.00

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Invoice # 3632007

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DATE	NAME	HOURS	DESCRIPTION	AMOUNT
			[REDACTED]	
			[REDACTED]; draft [REDACTED]	
			[REDACTED]	
			[REDACTED]	
11/27/18	M. D. Cuda	0.80	Review [REDACTED]	580.00
			[REDACTED]	
			[REDACTED] draft	
			[REDACTED]	
			[REDACTED]	
			[REDACTED]; review	
			[REDACTED]; draft [REDACTED]	
			[REDACTED]	
			[REDACTED]	
			[REDACTED]	
11/28/18	M. D. Cuda	0.40	Review [REDACTED]	290.00
			[REDACTED]; review [REDACTED]	
			[REDACTED]; respond to	
			same regarding [REDACTED]	
TOTAL FEES		15.30 hrs		\$ <u>9,870.00</u>

TIMEKEEPER SUMMARY

C. A. Brown	1.70 hrs at \$ 400.00 / hr	680.00
M. D. Cuda	9.80 hrs at \$ 725.00 / hr	7,105.00
C. J. Fernandez	3.20 hrs at \$ 600.00 / hr	1,920.00
E. M. Hicks	0.60 hrs at \$ 275.00 / hr	165.00
TOTAL FEES	15.30 hrs	\$ <u>9,870.00</u>

DISBURSEMENTS & OTHER CHARGES

DESCRIPTION	AMOUNT
Long Distance Courier	49.03
DISBURSEMENTS & OTHER CHARGES	\$ <u>49.03</u>

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K&L GATES LLP
HEARST TOWER, 47TH FLOOR
214 NORTH TRYON STREET
CHARLOTTE, NC 28202
T 704.331.7400 F 704.331.7598 klgates.com
Tax ID No. 25 0921018

Rialto Capital Advisors, LLC
790 NW 107th Avenue, Suite 400
Miami, FL 33172

Invoice Date : March 25, 2019
Invoice Number : 3632002
Services Through : October 31, 2018

0441336.00042 Northbelt LLC

INVOICE SUMMARY

Fees	\$ 4,491.50
Disbursements and Other Charges	\$ <u>664.60</u>
CURRENT INVOICE DUE	\$ <u><u>5,156.10</u></u>

Due and Payable upon Receipt

Mail To: K&L Gates LLP, P.O. Box 844255, Boston, MA 02284-4255

Overnight/Courier: PNC Bank C/O K&L Gates LLP, Lockbox #844255, 20 Commerce Way - Ste 800, Woburn, MA 01801-1057

Wire/ACH/EDI Instructions: Receiving Bank: PNC Bank N A,
500 First Ave 92
Pittsburgh, PA 15219

Beneficiary: K&L Gates LLP
Acct No.: 1077692783

Routing/ABA: 043000096
Swift Code: PNCCUS33

Please reference client/matter number in electronic payment details and email the remittance advice to AccountsReceivableSEA@klgates.com with invoice number(s) and amounts.

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Invoice # 3632002

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FEES

DATE	NAME	HOURS	DESCRIPTION	AMOUNT
10/03/18	C. J. Fernandez	0.20	Prepare communications regarding [REDACTED]	120.00
10/04/18	C. J. Fernandez	0.30	Attention to [REDACTED]	180.00
10/12/18	C. J. Fernandez	0.30	Confer with [REDACTED]	180.00
10/15/18	C. J. Fernandez	0.30	Confer with [REDACTED]	180.00
10/16/18	M. D. Cuda	1.20	Review [REDACTED]	870.00
			meeting with [REDACTED];	
			teleconference with [REDACTED]	
10/16/18	C. J. Fernandez	1.00	Prepare [REDACTED]	600.00
10/17/18	C. J. Fernandez	0.80	Prepare [REDACTED]	480.00
10/18/18	P. O. Farrell	0.50	Review [REDACTED]	172.50
			draft e-mail to [REDACTED]	
10/18/18	C. J. Fernandez	0.70	Attention to [REDACTED] prepare [REDACTED]	420.00
10/23/18	P. O. Farrell	0.70	Follow up telephone call t [REDACTED]	241.50
			; review [REDACTED]	
			; draft e-mail to [REDACTED]	
10/23/18	C. J. Fernandez	0.30	Review [REDACTED]; confer with [REDACTED]	180.00

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Invoice # 3632002

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DATE	NAME	HOURS	DESCRIPTION	AMOUNT
10/24/18	C. J. Fernandez	0.20	Communications with [REDACTED]	120.00
10/31/18	M. D. Cuda	0.70	Teleconference with [REDACTED] [REDACTED] [REDACTED] related teleconference with [REDACTED]	507.50
10/31/18	C. J. Fernandez	0.40	Attention to [REDACTED]	240.00
		TOTAL FEES	7.60 hrs	\$ <u>4,491.50</u>

TIMEKEEPER SUMMARY

M. D. Cuda	1.90 hrs at	\$ 725.00 / hr	1,377.50
P. O. Farrell	1.20 hrs at	\$ 345.00 / hr	414.00
C. J. Fernandez	4.50 hrs at	\$ 600.00 / hr	2,700.00
		TOTAL FEES	\$ <u>4,491.50</u>

DISBURSEMENTS & OTHER CHARGES

DESCRIPTION	AMOUNT
Copying Expense	96.60
Title Reports	568.00
DISBURSEMENTS & OTHER CHARGES	\$ <u>664.60</u>

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K&L GATES LLP
HEARST TOWER, 47TH FLOOR
214 NORTH TRYON STREET
CHARLOTTE, NC 28202
T 704.331.7400 F 704.331.7598 klqates.com
Tax ID No. 25 0921018

Rialto Capital Advisors, LLC
790 NW 107th Avenue, Suite 400
Miami, FL 33172

Invoice Date : March 25, 2019
Invoice Number : 3632000
Services Through : September 30, 2018

0441336.00042 Northbelt LLC

INVOICE SUMMARY

Fees \$ 3,730.00

CURRENT INVOICE DUE \$ 3,730.00

Due and Payable upon Receipt

Mail To: K&L Gates LLP, P.O. Box 844255, Boston, MA 02284-4255

Overnight/Courier: PNC Bank C/O K&L Gates LLP, Lockbox #844255, 20 Commerce Way - Ste 800, Woburn, MA 01801-1057

Wire/ACH/EDI Instructions: Receiving Bank: PNC Bank N A,
500 First Ave 92
Pittsburgh, PA 15219

Beneficiary: K&L Gates LLP
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Invoice # 3632000

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FEES

DATE	NAME	HOURS	DESCRIPTION	AMOUNT
09/21/18	M. D. Cuda	3.30	Teleconferences with [REDACTED] [REDACTED] [REDACTED] review related [REDACTED]; drafting and revising related [REDACTED]; discussions with [REDACTED] [REDACTED]; distribute [REDACTED] [REDACTED]; review [REDACTED] [REDACTED]; prepare and distribute [REDACTED]	2,392.50
09/21/18	C. J. Fernandez	2.00	Prepare and revise [REDACTED] [REDACTED]; plan strategy in regards to [REDACTED] [REDACTED] prepare	1,200.00
09/21/18	E. M. Hicks	0.50	Northbelt; review [REDACTED]	137.50
TOTAL FEES			5.80 hrs	\$ <u>3,730.00</u>

TIMEKEEPER SUMMARY

M. D. Cuda	3.30 hrs at \$ 725.00 / hr	2,392.50
C. J. Fernandez	2.00 hrs at \$ 600.00 / hr	1,200.00
E. M. Hicks	0.50 hrs at \$ 275.00 / hr	137.50
TOTAL FEES	5.80 hrs	\$ <u>3,730.00</u>